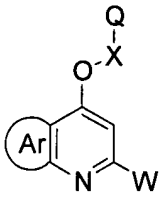
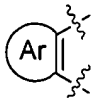
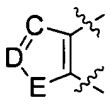
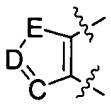
1. (Previously Presented) A compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein:

 represents:

 ; or  ;

wherein:

C and D are CR_1, and

E represents sulfur,

where

R_1, at each occurrence, is independently selected from the group consisting of hydrogen, halogen, cyano, halo(C_{1-6})alkyl, halo(C_{1-6})alkoxy, hydroxy, C_{1-6} alkyl, amino, mono and di(C_{1-6})alkylamino, and C_{1-6} alkoxy; and

R_2 is selected from the group consisting of hydrogen, halogen, cyano, halo(C_1-C_6)alkyl, halo(C_1-C_6)alkoxy, hydroxy, C_{1-6} alkyl, amino, and mono or di(C_1-C_6)alkylamino;

W is phenyl which is unsubstituted or substituted with 1, 2, 3, 4, or 5 R_3 groups or naphthyl which is unsubstituted or substituted with 1, 2, 3, 4, 5, 6, or 7 R_3 groups; and

Q is pyridinyl, which is unsubstituted or substituted with 1, 2, 3, or 4 R_4 groups;

R_3 and R_4 at each occurrence are independently selected from the group consisting of hydrogen, halogen, hydroxy, $-OR_6$, $-NO_2$, $-CN$, $-SO_2NH_2$, $-SO_2NHR_6$, $-SO_2N(R_6)_2$, amino, $-NHR_6$, $-N(R_6)_2$, $-N(R_6)CO(R_6)$, $-N(R_6)CO_2(R_6)$, $-CONH_2$, $-CONH(R_6)$, $-CON(R_6)_2$, $-CO_2(R_6)$, $-S(R_6)$, $-SO(R_6)$, $-SO_2(R_6)$, and R_7, wherein

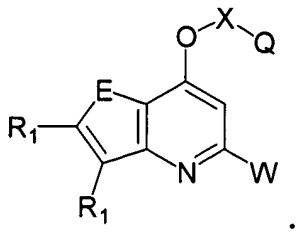
R_6, at each occurrence, is independently C_{1-8} alkyl, which is unsubstituted or substituted with one or two substituents independently selected from the group consisting of hydroxy, oxo, halogen, amino, and C_{1-8} alkoxy,

R_7 at each occurrence is independently C_{1-8} alkyl, which is unsubstituted or substituted with one or two substituents independently selected from the group consisting of hydroxy, oxo, halogen, $-OR_6$, $-NO_2$, $-CN$, $-SO_2NH_2$, $-SO_2NHR_6$, $-SO_2N(R_6)_2$, amino, $-NHR_6$, $-N(R_6)_2$, $-N(R_6)CO(R_6)$, $-N(R_6)CO_2(R_6)$, $-CONH_2$, $-CONH(R_6)$, $-CON(R_6)_2$, $-CO_2H$, $-CO_2(R_6)$, $-S(R_6)$, $-SO(R_6)$, and $-SO_2(R_6)$,

X is $-(CH_2)_n-$ or $-(CH_2)_n(C=O)-$, wherein each n is independently 1, 2, or 3.

2-8. (Cancelled)

9. (Original) A compound or salt according to claim 1 of formula:



10. (Cancelled)

11. (Previously Presented) A compound or salt according to Claim 9, wherein

W is phenyl, which is unsubstituted or substituted with from 1 to 3 substituents independently selected from halogen, hydroxy, C_{1-6}alkoxy, -nitro, -CN, $-SO_2NH_2$, $-SO_2NHR_6$, $-SO_2N(C_{1-6}alkyl)_2$, amino, $-NHC_{1-6}$alkyl, $-N(C_{1-6}alkyl)_2$, $-N(C_{1-6}alkyl)CO(C_{1-6}alkyl)$, $-N(C_{1-6}alkyl)CO_2(C_{1-6}alkyl)$, $-CONH_2$, $-CONH(C_{1-6}alkyl)$, $-CON(C_{1-6}alkyl)_2$, $-CO_2(C_{1-6}alkyl)$, $-S(C_{1-6}alkyl)$, $-SO(C_{1-6}alkyl)$, $-SO_2(C_{1-6}alkyl)$, and C_{1-6}alkyl optionally substituted with one or two substituents independently selected from hydroxy, halogen, and amino.

12. (Original) A compound or salt according to claim 9, wherein X is CH_2.

13. (Cancelled)

14. (Cancelled)

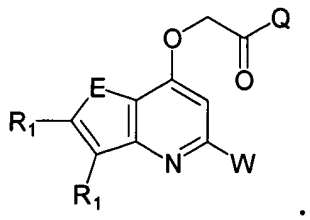
15. (Previously Presented) A compound or salt according to Claim 12; wherein

Q is pyridyl, which is unsubstituted or substituted with from 1 to 3 substituents independently selected from halogen, hydroxy, C_{1-6}alkoxy, -CN, amino, mono- and di(C_{1-6})alkylamino, and C_{1-6} alkyl which is unsubstituted or substituted with 1 or two substituents independently chosen from hydroxy, oxo, amino, halogen, C_{1-6}alkyl, C_{1-6}alkoxy, and mono- and di(C_{1-6})alkylamino; and

W is phenyl which is unsubstituted or substituted with from 1 to 3 substituents independently selected from: halogen, hydroxy, C_{1-6}alkoxy, -nitro, -CN, $-SO_2NH_2$, $-SO_2NHR_6$, $-SO_2N(C_{1-6}alkyl)_2$, amino, $-NHC_{1-6}alkyl$, $-N(C_{1-6}alkyl)_2$, $-N(C_{1-6}alkyl)CO(C_{1-6}alkyl)$, $-N(C_{1-6}alkyl)CO_2(C_{1-6}alkyl)$, $-CONH_2$, $-ONH(C_{1-6}alkyl)$, $-CON(C_{1-6}alkyl)_2$, $-CO_2(C_{1-6}alkyl)$, $-S(C_{1-6}alkyl)$, $-SO(C_{1-6}alkyl)$, $-SO_2(C_{1-6}alkyl)$, and C_{1-6}alkyl which is unsubstituted or substituted with one or two

substituents independently selected from hydroxy, halogen, and amino.

16. (Original) A compound or salt according to Claim 1 of formula:



17. (Cancelled)

18. (Previously Presented) A compound or salt according to Claim 16, wherein

W is phenyl which is unsubstituted or substituted with from 1 to 3 substituents independently selected from halogen, hydroxy, C_{1-6}alkoxy, -nitro, -CN, $-SO_2NH_2$, $-SO_2NHR_6$, $-SO_2N(C_{1-6}alkyl)_2$, amino, $-NHC_{1-6}alkyl$, $-N(C_{1-6}alkyl)_2$, $-N(C_{1-6}alkyl)CO(C_{1-6}alkyl)$, $-N(C_{1-6}alkyl)CO_2(C_{1-6}alkyl)$, $-CONH_2$, $-ONH(C_{1-6}alkyl)$, $-CON(C_{1-6}alkyl)_2$, $-CO_2(C_{1-6}alkyl)$, $-S(C_{1-6}alkyl)$, $-SO(C_{1-6}alkyl)$, $-SO_2(C_{1-6}alkyl)$, and C_{1-6}alkyl which is unsubstituted or substituted with one or two substituents independently selected from hydroxy, halogen, and amino.

19. (Previously Presented) A compound or salt according to Claim 18, wherein:

Q is pyridyl, which is unsubstituted or substituted with from 1 to 3 substituents independently selected from: halogen, hydroxy, C_{1-6}alkoxy, -CN, amino, mono- and di(C_{1-6})alkylamino, and C_{1-6} alkyl which is unsubstituted or substituted with one or two substituents independently chosen from hydroxy, oxo, amino, halogen, C_{1-6}alkoxy, and mono- and di(C_{1-6})alkylamino; and

W is phenyl which is unsubstituted or substituted with from 1 to 3 substituents independently selected from halogen, hydroxy, C_{1-6}alkoxy, -nitro, -CN, $-SO_2NH_2$, $-SO_2NHR_6$, $-SO_2N(C_{1-6}alkyl)_2$, amino, $-NHC_{1-6}alkyl$, $-N(C_{1-6}alkyl)_2$, $-N(C_{1-6}alkyl)CO(C_{1-6}alkyl)$, $-N(C_{1-6}alkyl)CO_2(C_{1-6}alkyl)$, $-CONH_2$, $-CONH(C_{1-6}alkyl)$, $-CON(C_{1-6}alkyl)_2$, $-CO_2(C_{1-6}alkyl)$, $-S(C_{1-6}alkyl)$, $-SO(C_{1-6}alkyl)$, $-SO_2(C_{1-6}alkyl)$, and C_{1-6}alkyl which is unsubstituted or substituted with one or two substituents independently selected from hydroxy, halogen, and amino.

20-26. (Cancelled)

27. (Original) A compound according to Claim 1, which is 5-(4-Fluorophenyl)- 7-[(2-pyridyl)-methyloxy]-thieno[3,2-b]pyridine.

28. (Previously Presented) A compound according to Claim 1, which is 5-Phenyl-7-[(3-pyridyl)methyloxy]-thieno[3,2-b]pyridine.

29-32 (Cancelled)

33. (Previously Presented) A compound according to Claim 1, which is
7-[(4-Pyridyl)methyloxy]-5-phenylthieno[3,2-b]pyridine.

34-52. (Cancelled)

53. (Previously Presented) A pharmaceutical composition comprising a compound or salt according to Claim 1 combined with a pharmaceutically acceptable carrier or excipient.

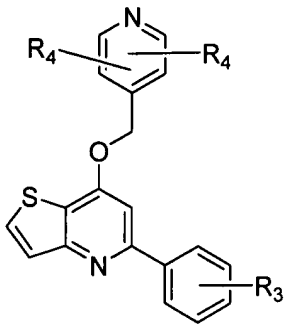
54-60. (Cancelled)

61. (Previously Presented) A method for the treatment of anxiety, depression, or a sleep disorder, comprising administering a therapeutically effective amount of a compound or salt of Claim 1 to a patient in need thereof.

62-66. (Canceled)

67-82 (Canceled)

83. (Previously Presented) A compound according to claim 1 of the formula



wherein

R_3 is selected from the group consisting of (C_1-C_6)alkyl, (C_1-C_6)alkoxy, halogen, and OH; and

R_4 at each occurrence is independently selected from the group consisting of hydrogen, halogen, hydroxy, alkoxy, $-NO_2$, $-CN$, $-SO_2NH_2$, $-SO_2NH(C_1-C_6)$alkyl, $-SO_2N((C_1-C_6)alkyl)_2$, amino, $-NH(C_1-C_6)$alkyl, $-N((C_1-C_6)alkyl)_2$, $-N(R_6)CO((C_1-C_6)alkyl)$, $-N((C_1-C_6)alkyl)CO_2((C_1-C_6)alkyl)$, $-CONH_2$, $-CONH((C_1-C_6)alkyl)$, $-CON((C_1-C_6)alkyl)_2$, $-CO_2((C_1-C_6)alkyl)$, and (C_1-C_6)alkyl.

84. (Previously Presented) A compound according to claim 83, wherein

R_3 is selected from the group consisting of (C_1-C_4)alkyl, (C_1-C_4)alkoxy, halogen, and OH; and

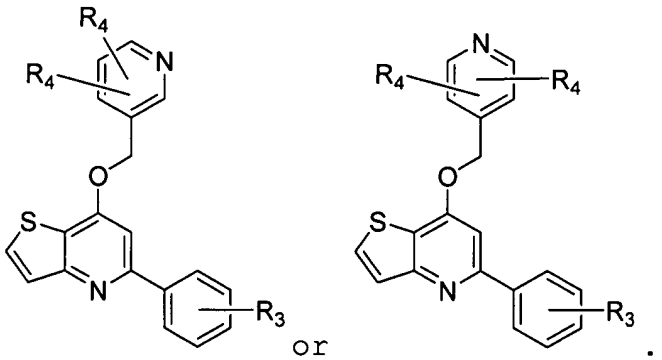
only one of the R_4 groups is hydrogen.

85. (Previously Presented) A compound according to claim 83, wherein

R_3 is selected from the group consisting of (C_1-C_4)alkyl, (C_1-C_4)alkoxy, halogen, and OH; and

one of the R_4 groups is halogen.

86. (Previously Presented) A compound according to claim 83, of the formula



87. (Previously Presented) A compound according to claim 86, wherein R_3 is halogen.